

**BYLAWS OF
WOMEN IN FILM AND TELEVISION, NASHVILLE, INC.
Original Writing January 2008
Amended June 2009
Revisions and Amendments to the Bylaws Writing Date November 2013**

BOARD RESOLUTION APPROVING Revisions and Amendments OF BYLAWS

WHEREAS, the Corporate Bylaws of Women In Film & Television Nashville, Inc. were certified and duly adopted by the action of the corporation effective as of January 2008 (the “Bylaws”), and

WHEREAS, it is deemed desirable and in the best interests of this organization that the following actions be taken by the Board of Directors of this organization pursuant to this resolution,

NOW THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being at least two-thirds of the sitting Directors of this organization, hereby consent to approve and adopt the following:

REVISION OF BYLAWS:

1.RESOLVED FURTHER, that the Bylaws of this organization and the Amendment to these bylaws approved in 2011 are hereby revised and amended to delete the following Section in its entirety and replace such Section with the following:

**Article I
Purpose and Activities**

Article I, Section 1

Women in Film & Television, Nashville, Inc. (WIFTNa) is a nonprofit corporation organized, operated and dedicated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986 and all its further amendments and any corresponding section of the federal Internal Revenue Code and any further related section of the Federal Internal Revenue Code, to advance professional development and achievement for women working in all aspects of film, television and all other screen-based interactive media. We are committed to helping women achieve their highest potential within the global entertainment, communications and media industries and to preserving the legacy of women within those industries.

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Article I: Section 1A: Execution of Mission:

Women in Film and Television, Nashville's mission will endeavor:

- To provide for members an extensive network of contacts, educational programs, scholarships, film finishing funds and grants, access to employment opportunities, mentorships and numerous practical services in support of this mission.
- Enhance the viability of women in the greater Nashville market through the support of creative endeavors and promotion of Tennessee as a desirable production locale.

Article 1: Section 2: Restrictions on Purpose and Activities:

Notwithstanding any other provisions of these bylaws to the contrary, the following restrictions shall apply for the purposes, operations and activities of the corporation.

- (A) The purposes of the corporation shall in all events be they religious, charitable, scientific, literary or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code and shall be consistent with the requirements of said code and either Section 509 (a)(2) or Section 509 (a)(3) of the Internal Revenue Code and all applicable Treasury Regulations issued thereunder.
- (B) No part of net earnings of the corporation shall inure to the benefit of or be distributable to: its directors, officers, employees if applicable, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement of reasonable expenses incurred and to make payments and distributions in furtherance of the purposes set forth herein.
- (C) No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office except as authorized under the Internal Revenue Code as it relates to non profit corporations.
- (D) Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted by
 - (i) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue

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Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article I: Section 3: Corporate Dissolution:

Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities and obligations of the corporation, the assets of the corporation shall be distributed pursuant to a plan of distributions adopted by the Board of Directors of WIFTNa, to such organization(s) organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an organization(s) exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code or to the federal government or to the federal government or a state or local government for a public purpose, as determined by the WIFTNa Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principal office of the corporation is then located exclusively for such purposes or to such organization(s) operated exclusively for such purposes, provided that such organization(s) are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
Meetings**

Article II: Section 1: Place of Meeting:

Regular meetings of the Board of Directors shall be held at Watkins College, 2298 Rosa L. Parks Boulevard, Nashville, Davidson County, State of Tennessee on a regular basis ten (10) times per annum as shall be set forth in the notice of said meeting. Regular board meetings shall not be held in June, July or December.

Article II: Section 2: Procedure:

The Rules of Order governing procedure shall be the common parliamentary law as laid down in Robert's Rules of Order.

Article II: Section 3: Annual Meeting:

A meeting of the members shall be held annually for the election of WIFTNa Board of Directors and transaction of other general business on the third Saturday in June in each and every year at 6:00pm, local time, if not on a legally recognized holiday. If the third Saturday in June falls on a legally recognized holiday the WIFTNa Annual Meeting shall be held on the next business day following the third Saturday in June at 5:00pm

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unless another date/time is determined by the Board of Directors. The WIFTNa Board of Directors may conduct regular meetings from time to time for the purpose of transacting WIFTNa business as required or permitted pursuant to the WIFTNa charter, these bylaws or as may otherwise be properly presented to the WIFTNa Board of Directors. Elected WIFTNa Board of Directors shall assume office on the first day of January of the following year.

Acquisitions	Actor	Agent
Anchor/Reporter	Animator	Art Director
Assistant Director	Assistant Editor	Associate Producer
Attorney	Business Affairs	Camera Assistant
Camera Operator	Casting Director	Choreographer
Composer	Computer Animator	Consultant
Coordinating Producer	Corporate Executive	Costume Designer
Creative Director	Critic	Curator
Development Executive	Director	Director's Rep
Distribution	Editor/Film, Video	Editor/Sound
Executive Producer	Exhibitor	Festival Administrator

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Fundraising/Development	Gaffer/Electrician	Grip
Hair Stylist./Make Up Artist	Interactive Media	Interpreter
Lighting	Line Producer	Location Manager
Marketing Executive	Music Director	Music Editor
Music Supervisor	Music Arranger	Narrator/Voice-Over Artist
New Media	Non-Profit Administrator	Personal Manager
Post Production Services	Producer	Producer's Rep
Production Coordinator	Props	Payroll Services
Production Assistants	Production Supervisor	Production Manager
Programing	Publicist	Researcher
Sales	Scenic Artist	Show Runner
Script Supervisor	Set Decorator	Set Dresser
Sound Mixer	Sound Recordist	Still Photographer

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Story Editor	Stunt Person/Coordinator	Talent Coordinator
TV Executive	Union/Guild Representative	Video Engineer
Video Graphic Artist	Videographer	Wardrobe
Writer	Other (to be determined)	

Article II, Section 4: Notice of Annual Meeting:

Notice of the Annual Meeting shall be provided not less than seven (7) days, but not more than thirty (30) days notice. Notice shall be given to every member of WIFTNa with membership in good standing and shall be delivered in person or by US Mail, Electronic Mail, by email or FAX and any of these aforementioned methods of delivery shall be considered acceptable. Regular meetings of the WIFTNa Board of Directors may be held without notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article II: Section 5: Notice of Special Meeting:

In the event that a special meeting is called, notice to the general membership and/or WIFTNa Board of Directors will be given following the same guidelines as stated in Article II: Section 4.

Article II: Section 6: Action by Written Consent:

Any action required or permitted to be taken by the WIFTNa Board of Directors may be taken without a meeting, provided that no director gives written notice of objection. In such a case, the affirmative vote of the number of director that would be necessary to authorize such action at a meeting shall be considered the action of the WIFTNa Board of Directions. The action take shall be set forth in writing and shall be signed by each member of the WIFTNa Board of Directors, indicating each director's vote or abstention on the action.

Article II: Section 7: Meeting by Telephone or Video Conference:

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All members of the WIFTNa Board of Directors may participate in and act at any meeting of such board by means of conference telephone, video, or other similar communication equipment so long as all persons participating in the meeting can simultaneously hear each other. Participation in such a meeting shall constitute attendance and presence at the meeting of the person or persons so participating.

**Article III
Membership**

Article III: Section I: Qualifications of Members:

To be eligible for membership persons of any gender at least 18 years of age and engaged in the fields of Film, Television and/or Interactive Media in one of the categories listed in Article III: Section IA. Additionally female membership levels must be at least 51% of the membership whole per these bylaws.

Article III: Section IA: Categories of Members:

Members shall be classified by one or more of the following areas of employment:

Article III: Section 2: Student Membership:

A student at an accredited school with classes in Film/Television or Media Production or other screen-based media may join WIFT Nashville and participate in all WIFTNa sponsored activities. Proof of Student ID may be required to receive benefits of membership, including student discount, if applicable. The cost of a student membership will be determined by the Board of Directors and is subject to review on an annual basis. A student member is not eligible to vote on any legislation of WIFTNa.

Article III: Section 3: Transfer From Other WIFT Chapters:

As a professional courtesy to other chapter's members upon their relocation to the Nashville area, any WIFT member in good standing is eligible to transfer to the Nashville Chapter. A transferring member having met the qualifications as stated in these bylaws, shall receive the first three months of membership in Nashville's chapter at no cost. At the end of that three-month period, the annual membership is due and payable.

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Article III: Section 4: Membership Dues:

Dues shall be payable one time per year in the month of the member's acceptance as a General Member. The amount of dues shall be set by the WIFTNa Board of Directors and is subject to review and change on an annual basis.

Article III, Section 5: Discipline and/or Expulsion:

If the conduct of any person in the general membership that shall be shown to be inappropriate and/or prejudicial to the interest and character of the corporation or shown to be blatantly disrespectful and/or have a negative effect on the membership, the Board of Directors will provide the member written notice of the charges, and the member will be given the opportunity to respond in a timely manner, not to exceed thirty (30) days. The member may be asked to resign their membership or be expelled. If expelled the former member may be reinstated after one year upon request made to the sitting Board of Directors.

Article III: Section 6: Voting Procedure:

Every member of WIFTNa shall be entitled to one vote on each matter submitted to a vote of members except in the case of student members as stated in Article III: Section 2.

Article III: Section 7: Proxy Voting:

Each General Member in good standing and entitled to a vote shall be allowed to post their proxy vote for the Annual Meeting, when requested, in writing, and in accordance with the Bylaws stated herein. That proxy will be rescinded by the member's attendance at that meeting. The Proxy vote authorization must be in writing; (electronic mail will be accepted) and submitted to the Secretary of the WIFTNa Board no less than forty-eight (48) hours in advance of that meeting. Each proxy vote authorization shall not be valid after the close of the annual meeting for which the proxy vote was requested.

Article III: Section 8: Quorum:

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A quorum of the members of the WIFTNa shall consist of a majority of the members in good standing before a meeting begins. If a quorum is present when a vote is taken, then, except as provided otherwise herein, in the charter or by applicable law, the affirmative vote of a majority of members in good standing present is an act of the WIFTNa.

**Article IV
Board of Directors**

Article IV: Section 1: Business of the Corporation:

The Board of Directors shall constitute the governing body of WIFTNa. This board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article II. The Board may accept on behalf of the corporation any contribution, bequest, goods or services in accordance with the laws governing a 501(c)(3) Tennessee nonprofit corporation. All Directors having the same powers are subject to the same duties as hereafter set forth. The powers of the Executive Directors include but are not limited to the ability to make ultimate decisions regarding the procurement and spending of financial and other resources and when to call special meetings.

Article IV: Section 2: Qualifications of Directors:

Each WIFT, Nashville Board Director shall be at least twenty-one (21) years of age. Any member of WIFTNa in good standing is eligible to be elected to the WIFT, Nashville Board of Directors if he or she is a member in good standing with active participation in the film, television or interactive media industry preceding his or her election.

Article IV: Section 3: Number of Directors:

The specific number of directors shall be set and established from time to time by resolution of the WIFTNa Board of Directors adopted by the affirmative vote of the majority of the members of the board then in office, provided that the number of directors shall not be less than three (3) per the requirements of the laws of the state of Tennessee.

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Article IV: Section 4: Nominations of Officers and Election Procedures:

Nominations of Officers and Directors will be made to the standing President of the Board of Directors by the nominating committee who will then present them to the Secretary and the Membership Director for purposes of determining the status of membership. Candidates must submit a Letter of Intent and their Curriculum Vitae to the President of the Board, who will then distribute this information to the board for review. Election will be called by the Secretary and voting will be accomplished through email or Fax to the Secretary of the Board at least forty-eight (48) hours in advance of the election or by paper ballots at the annual meeting of the general membership. The Secretary of the Board of Directors, with two additional Directors, will be responsible for counting all the ballots at the Annual Meeting. The winner of the election will be announced by the President of the Board of Directors following the ballot count.

Article IV: Section 5: Vacant Board Positions:

Vacant board positions may be filled in the following manner:

Nominations will be made to the standing President of the Board. The President will review the nominee's membership eligibility with the Membership Director. After review, the President will contact the candidate. The candidate will then submit a Letter of Intent and Curriculum Vitae to the President. Voting will be accomplished by paper ballot at a board meeting within thirty days after the special election is called to fill the position. After acceptance by a quorum vote, the candidate will be contacted and offered the board position.

Article IV: Section 6: Term Limits:

The Board Directors shall serve on the Board in two (2) year term increments. At the sole discretion of the Board of Directors and in order to balance board terms when creating or eliminating positions up to two directors may be elected to a term of one (1) year each. Terms shall be established so that no more than one-half (1/2) of the Board of Directors will expire at the same time. A director who shall be elected to the board to fill a vacant position shall serve for the remainder of the unexpired term that such director is filling.

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Article IV: Section 7 Attendance:

Regular attendance is expected. By accepting this position, Board Directors agree to commit to the attendance rule and may not miss more than two consecutive meeting and may not be absent more than three (3) times in the year. At the point of three (3) absences, the Director will be asked vacate their position and transfer to an advisory committee or the general membership.

Article IV: Section 8: Removal of Directors:

Any or all of the Directors may be removed with cause by a vote of the majority of the membership or by a vote of the majority of the Directors still in office. If the removal is by the Board of Directors, the removed Director has the right to appeal. A special meeting, if requested, will be called within thirty (30) days of WIFTNa's general membership as stated in Article II: Section 5. At this meeting, the removed Director will be allowed to make statements directly to the members. After the discussion, a vote will be taken to decide the merits of the proposed removal. Voting will be accomplished by paper ballot. If the removal of the Board Director is upheld, all documents whether electronic or written and all hard copies and reference materials entrusted to the Board Directors of WIFTNa shall be returned to the standing Secretary of the Board within thirty (30)days of the special meeting.

Article IV: Section 9: Resignation:

Any Board Director may resign at any time. Such resignation shall be made to the President and Secretary in writing and shall take effect at the time specified therein and if no time is specified, at the time of its receipt by the President and Secretary. The acceptance of a resignation shall not be necessary to make it effective. Upon resignation from the Board, all documents whether electronic or written and all hard copies and reference materials entrusted to the Director of WIFTNa should be returned to the standing Secretary of the Board within thirty (30) days of the Director's resignation.

Article IV: Section 10: Quorum of Directors:

One more than one-half of the board shall constitute a quorum for the transaction of business or of any specified item of business and a majority of the board present at the time of the vote will adhere to the decisions of the quorum in accordance with the bylaws stated herein. The

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Secretary shall note each vote in the minutes as to how each board member voted. For Example, Board Director A, C and D voted in the affirmative. Director, B, E, F, voted in the negative and therefore the legislation passed. These votes will be maintained in the permanent record as outlined in Article V: Section 2B (Secretary).

Article IV: Section 11: Board Meetings:

WIFTNa Board of Directors shall hold no less than nine (9) regular Board meetings per calendar year. Board meetings will not be scheduled in the months of June, July or December. The Annual membership meeting will be held in June. Regular Board meetings will not be held in June. Regular Board meetings will not be held in December due to the major holidays. Special meetings of the Board of Directors may be called by the President. Attendance is expected by the Board of Directors at regular or special meetings at a time and place decided through consensus by the majority of Directors and with as much advance notice possible and no less than seventy-two (72) hours.

Article IV: Section 12: Board Meeting Attendance by General Membership:

Board meetings may be attended by any of the general membership of WIFT, Nashville with notice to the Secretary of the Board and upon written request to be present and heard. Due to confidentiality agreements of the Directors, general membership are not allowed to participate in voting except at the annual meeting of the organization held in June of each calendar year.

Article IV: Section 13: Committees:

Any and all standing committees shall have at least one Board Director steering the committee. The Board Director(s) must be at each meeting of said committee. Each committee is required to have a budget sheet presented for each event or program.

ARTICLE IV: Section 14: Action by Written Consent:

Any action required or permitted to be taken by the directors of WIFT, Nashville, may be taken upon written consent of the majority of the Board of Directors as dictated by the quorum rule of Article IV, Section 10.

Article IV: Section 15: Compensation/Salary:

Directors shall not receive any salary or compensation of any kind for their services during their service as a board director of WIFT, Nashville.

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**Article V
Board of Director Roles and Responsibility**

The officers of the corporation shall be as follows and their role and responsibilities are outlined herein, Subject to Article V: Section 12 and Article VI: Section 8, each officer shall be nominated and elected by WIFTNa to hold office for the term of one or two years. Any two or more offices may be held by the same person except the offices of President and Secretary. The Vice President shall be considered the President elect.

Article V: Section 1A: The Executive Board Committee:

The Executive Board Committee is comprised of the President, Vice President, Secretary and Treasurer. The Executive Board acts on behalf of the Board of Directors in emergency circumstances or to make emergency decisions between board meetings on behalf of the general membership. If a matter comes up unexpectedly that requires immediate attention it can be addressed by the Executive Committee who will meet for this purpose. In the commitment for complete transparency, the minutes of any Executive Board Committee meeting will be contained in the permanent record of WIFT, Nashville and will be made available with all ancillary materials at the next Board meeting.

Article V: Section 2: Officers:

- President
- Vice President/Director of Development
- Secretary
- Treasurer
- Director of Membership
- Director of Programming
- Director of Special Events
- Director of Communication
- General Board Members

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Article V: Section 2A: President – WIFTNa:

The president shall:

- Preside at all meetings of members and as Chairman of the Board at all meetings of the Directors
- Be an ex-officio member of all standing committees
- Supervise and manage all of the business and affairs of the corporation subject to the Board of Directors and the bylaws stated herein.
- Shall be the deciding vote on legislative motions in order to break a tie.
- Have the power to sign capital certificates of this corporation and to accept subvention, to sign and execute all contracts and accurately report all results of such to the board of directors under the rules and bylaws of WIFT, Nashville.
- Perform all duties usually incident to the office of President of WIFT, Nashville.
- Attend each WIFTNa sponsored event and other events where WIFTNa is a committee member and other public meeting where presence is requested to further the mission of WIFT, Nashville as stated herein.

Article V: Section 2B: Vice President/Director of Development, Secretary, Treasurer, Directors of Membership, Programming, Communications, and Special Events:

The Vice President of Development shall:

- Chair the Development Committee
- In the absence or disability of the President, perform the duties and exercise the powers of the President.
- May preside over meetings in the President's absence; administer the annual Board of Directors elections.
- Oversee the administration of monthly general meetings of the membership and major events organized by WIFTNa.
- Commit to developing and maintaining the relationships of the corporate sponsors.
- Coordinate with other Directors to develop committees for strategic events.
- Develop strategic partnership opportunities with/in the community and chair the Development committee.
- Liaison with NAFF and Film Committee, FILM-COM, and Nashville Transmedia Council.
- Develop and retain partnerships for NAFF - Women in Film Day and chair the committee formed with NAFF.

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- Create and distribute public notifications, including press releases with assistance from the Director of Communications

The Secretary shall:

- Retain the minutes of all meetings of the Board of Directors in the books provided for that purpose and have them available in approved form at every Board of Directors' meeting and at the Annual Meeting for inspection by anyone requesting such review.
- Give or cause to be given notice of all meetings to the Board of Directors and all other notices required by law and these Bylaws.
- Sign with the President capital certificates and all certificates representing subventions of the corporation.
- Chair the Nominating committee and oversee the election of Directors and administer the counting of ballots for elections.
- Support and assist the President in her duties of presiding over meetings of the Board of Directors.
- Monitor time and to monitor proper procedure and appropriate rules of order.
- As the minutes of ALL years should be maintained by the current Secretary of the Board and be available in a readable form upon request for inspection within three business day's time from the request.
- Maintain an accurate record of all motions and votes including any proxy votes. The secretary will also maintain the actual vote count as well as how each individual Board Director voted including any abstention and/or no votes.
- The secretary will maintain an accurate sign-in sheet as part of her minutes of record for each board meeting, special board meeting and annual membership meeting and provide that to the Membership Director.

The Treasurer shall:

- Have custody of all funds, securities, evidence of indebtedness and other valuable documents of the corporation.
- When necessary or proper shall endorse on behalf of the corporation for collection, documents of the corporation checks notes and other obligations and shall deposit the same to the corporation in a such bank(s) or depository as the Board of Directors (or the finance committee).
- Render a statement of accounts.
- Keep or cause to be kept such other books as will show as the record of the corporations losses, gains, assets and liabilities of the corporation.
- At all reasonable times, exhibit the books and accounts to any Director of the corporation upon application at the office of the President or Vice President capital certificates and certificates representing subventions of the corporation.

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- Provide appropriate notice to sponsors and individual donors in recognition of their contributions to WIFT, Nashville within the stipulations of the Internal Revenue Code that governs 501(c)(3). This notice should be given within thirty (30) days of the Contribution, the Grant, Bequeathment and/or donation of goods, services.

The Director of Membership shall:

- Chair the Membership Committee of the Board
- Work directly with the Treasurer to ensure a system of checks and balance, including but not limited to, the maintenance of correct financials based on membership dues.
- Maintain an accurate “Sign-in” sheet for attendance at Board Meetings and provide a copy for the minutes maintained for permanent record pursuant to Article V, Section 2B, all WIFTNa sponsored events and at the Annual Membership Meeting, ensure member’s status as a member in good standing and therefore the eligibility to participate as a voter in Board Elections and any other business that may arise at the Annual Meeting of the Membership to be held in June of each calendar year.
- Maintain the Membership Directory and observe the confidentiality of the member’s contact information except as requested in writing or with cause by a Board Director.
- Update the Membership Directory as necessary and coordinate the information updated therein with the Director of Communications.
- Remit membership fee receipts.

The Director of Programming shall:

- Chair the Program Committee of the Board.
- Organize guest speakers for programs.
- Cooperate with Directors to assist and/or coordinate events, workshops and speakers, including reaching out to the General Membership for support.
- Support the Development Director’s creation of a mentor and outreach program and participate in ongoing programs.
- Uphold that member sponsored programs will be at no cost to membership and that Non-Members will be required to pay a participation fee.
- Act as Co-Liaison with the Director of Special Events to the Kids on Camera event.

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- Uphold that programs offered to the general membership and public where WIFTNa is part of the steering committee and may be available to the general membership at a nominal fee; the cost of which is determined by the business or entity that is presenting the event/workshop. For example, An Adobe Final Cut Pro Workshop presented by an Adobe professional and generates certification for all the participants.

The Director of Special Events shall:

- Form and chair the Special Events Committee of the Board from the general membership.
- Coordinate with the Director of Communication to publicize and promote special events.
- Coordinate with location for special events.
- Assist the Vice President of Development with the Nashville Film Festival, Film Com, Kids on Camera, 48 hour Film Festival and any other festival or event that WIFTNa participates in as a sponsor or steering committee member or has a relationship with based on our stated mission.
- Coordinate Volunteers for each WIFTNa sponsored event as mentioned above or requested by the President and act as Liaison with the volunteers and Special Events Committee members and the event location personnel and fellow Board members.
- Coordinate with Director of Programming and programming committee for any planned events.

The Director of Communications shall:

- Chair the Communications Committee of the Board.
- Possess the skills necessary for communicating with Members and the public, including but not limited to the ability to write proper correspondence.
- Maintain WIFTNa's website, and create a regular newsletter, email blasts and meeting announcements.
- Write and provide proper distribution channels for press releases and public notifications when requested by the President.
- Before sending correspondence on behalf of WIFTNa to the public including acknowledgement to sponsors and other communications on behalf of or relating to the organization, submit the document to the standing President for review.
- Include and copy the standing President in any written and/or electric communication.

Article V: Section 3: General Board Members;

General Board Members shall:

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- Be available to commit to chair committee positions when needed.
- Assist the Directors when requested.
- Chair committees when requested to do so and on an as needed basis.
- Attend and be present for at least seven (7) of the ten (10) regular board meetings in a calendar year as outlined in Article IV: Section XI of the bylaws and attend the Annual meeting as described in Article II: Section 4.

Article V: Section 4: Grants:

In addition to the collection of dues, the corporation may accept donations from individuals and corporations, including goods, services, financial grants and Matching Funds from an individual's workplace, provided there is no conflict of interest with stated purpose of mission of WIFTNa. No Board Director shall financially profit or benefit or receive any compensation per the Internal Revenue Code Section 501(c)(3) governing non-profit Tennessee Corporations.

**Article VI
Miscellaneous Provisions**

Article VI: Section 1: Fiscal Year:

The Fiscal Year of the corporation shall begin on January first of each calendar year and end on December 31 of the following calendar year.

Article VI: Section 2: Amendment Revision and/or Repeal of Bylaws:

The Bylaws may be adopted, amended, revised and/or repealed by a majority of the Board of Directors. General members must be informed of all changes in the Bylaws. The entire body of the membership will be informed of all changes to the Bylaws within thirty (30) days of approval by the Board of Directors. If a member requests, changes to Bylaws may be called to a vote by the general membership and approved or refused by a majority of the membership at the Annual Meeting of the membership held in June of each calendar year or at a special meeting called pursuant to Article II: Section 5 and may be approved by written consent pursuant to Article II: Section 6.

Article VI: Section 3: Annual Statement:

**BYLAWS OF
WOMEN IN FILM AND TELEVISION, NASHVILLE, INC.
Original Writing January 2008
Amended June 2009**

Revisions and Amendments to the Bylaws Writing Date November 2013

The Board of Directors shall make available through the Treasurer upon request to the members, a statement of the physical and financial condition of the corporation including a consolidated balance sheet showing the assets and liabilities of the corporation and a financial statement covering the preceding fiscal year. The request must be made no sooner than seventy-two (72) hours in advance of receipt of said statements.

Article VI: Section 4: Signing of Obligations:

All checks, drafts, notes or other obligations shall be submitted for payment with a purchase order and based on the approved budget with the request to the Treasurer. Each check drafted for payment over the amount of one hundred dollars must contain two signatures, which shall consist of the President and the Treasurer of the board.

Article VI: Section 5: Loans and Indebtedness:

No loans shall be contracted on behalf of the WIFTNa, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the corporation.

Article VI: Section 6: Indemnification of Directors and Officers:

WIFTNa shall provide indemnification to the full extent permitted by Tennessee law for any director or officer, or his executor or administrator, for the defense of any action, subject to the following conditions: (i) the action was instituted by reason of the fact that such person is or was a director or officer of the corporation; and (ii) the director or officer conducted himself or herself in good faith, and he or she reasonably believed (A) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interest; (B) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and (C) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. It is the policy of this corporation to safeguard its directors and officers from expense and liability for actions they take in good faith in furtherance of the interest of the corporation.

Article VI: Section 7: Insurance:

WIFTNa may also provide insurance against liabilities and expenses incurred by its directors, officers, employees and agents to the full extent permitted by Tennessee law.

**BYLAWS OF
WOMEN IN FILM AND TELEVISION, NASHVILLE, INC.
Original Writing January 2008
Amended June 2009
Revisions and Amendments to the Bylaws Writing Date 25 November 2013**

Article VII, Section 1 - Acknowledgement

IN WITNESS WHEREOF, these Revision to the original Bylaws and amendments to the Bylaws were read and reviewed as noted on

Signature

Print Name and Position

Signature

Print Name and Position